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December 16, 2009

BY HAND DELIVERY

Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: ***Massachusetts Department of Transportation – Acquisition Exemption –
Certain Assets of CSX Transportation, Inc.
STB Finance Docket No. 35312***

Dear Ms. Brown:

On November 24, 2009 pursuant to 49 CFR 1150.31, et seq., the Massachusetts Department of Transportation ("MassDOT"), a non-carrier, filed a Verified Notice of Exemption to acquire from CSX Transportation, Inc. ("CSXT") certain physical assets of railroad lines and associated rights-of-way including the following: (1) portions of the Grand Junction Branch, extending 4.87 miles between milepost QBG 0.00 and milepost QBG 2.70, and between milepost QBG 5.70 and milepost QBG 7.87; (2) a portion of the Boston Terminal Running Track, extending 1.10 miles between milepost QBB 0.00 and milepost QBB 1.10; (3) the New Bedford Secondary, extending 18.48 miles between milepost QN 13.40 (at Cotley Junction) and milepost QN 31.80 (at New Bedford), including CSXT's property interests in the right-of-way and track assets of the North Dartmouth Industrial Track (also known as the Watuppa Branch) between milepost QND 0.0 and QND 0.08 and CSXT's property interests in the right-of-way but not the track assets between QND 0.08 and QND 6.0 (which assets are owned and operated by the Bay Colony Railroad Corporation); (4) the Fall River Secondary, extending 14.20 miles between milepost QNF 0.00 (at Myricks) to milepost QNF 14.2 (at Fall River – Massachusetts state line); (5) the Framingham to Worcester segment of the Boston Main Line (the "BML-West"), extending approximately 22.92 miles between milepost QB 21.38 (at Framingham) and milepost QB 44.30 (at Worcester); and (6) the track assets, but not the underlying real estate, constituting the 9.71-mile rail line between milepost QB 1.12 (at CP Cove) and milepost QB 10.83 (at Newton/Riverside) (the "BML-East"). The aforementioned properties were referred to collectively as the "Railroad Assets."

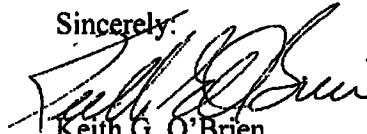
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As our Motion to Dismiss filed concurrently on November 24, 2009 stated the above transaction has generated substantial media attention in Massachusetts and in the railroad trade press. As a result CSXT has taken the extra step of contacting all shippers on the Railroad Assets lines to assure that they were properly informed about the proposed transaction.

Per an e-mail received on this date from Louis Gitomer counsel for CSXT copies of the Notice of Exemption and the Motion to Dismiss were provided to all shippers on the Railroad Assets lines on Friday December 11 by first class mail postage pre-paid. Accordingly, Mass DOT hereby certifies that all shippers on the Railroad Assets lines have been informed about the above transaction.

If you have any questions feel free to contact me at (202) 663-7852.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith G. O'Brien", written over the word "Sincerely,".

Keith G. O'Brien
Counsel for Massachusetts Department of
Transportation